

ATXI has been unsuccessful in obtaining an easement from the Westerhold Group. The Westerhold Group consists of the following parcels: (i) Bass Ventures LLC (A_ILRP_PP_CH_003, A_ILRP_PP_CH_099), whose Registered Agent is Robert W. Schwartz with a principal address in Edwardsville, Illinois; (ii) Technology Group LLC (A_ILRP_PP_CH_020, A_ILRP_PP_CH_030), whose Registered Agent is Robert W. Schwartz with a Principal Office address in Staunton, Illinois; (iii) DMW Investments, LLC (ILRP_PP_CH_045), whose Registered Agents are Jeffrey and Mary J. Westerhold with a Principal Office address in Edwardsville, Illinois, and (iv) Jerry A. Westerhold Revocable Trust (ILRP_PP_CH_049), whose tax address is in Edwardsville, Illinois. All of these parcels are located along the Pawnee to Pana segment of the project in Christian County, Illinois. As summarized on Exhibit 2.1, ATXI has contacted, or attempted to contact, Mr. Jeffrey Westerhold, Dennis Ulrich, William Schwartz and Robert Schwartz (all of whom have come together to negotiate as a group) on at least 45 occasions, including 17 phone calls, 2 letters, 3 in-person meetings, and 23 emails.

In response to Mr. Westerhold's request, the agent dropped off the initial offers for each of these parcels on April 25, 2014. The land agent then made multiple requests for an in-person meeting to discuss all outstanding issues for each of these parcels. Instead, in August of 2014, Mr. Westerhold informed the land agent that he was preparing a list of comparable sales information and that he believed all the parcels' crop yields were acceptable.

On October 3, 2014 Mr. Westerhold, Dennis Ulrich, William Schwartz, and Robert Schwartz finally agreed to an in-person meeting with the land agent and the project manager for their properties specifically, A_ILRP_PP_CH_003, 009. At that meeting, the Group committed to provide ATXI with a bullet point list of issues that they wanted to be included in the easement,

comparable sales to justify a higher price and information on the structures that would need to be removed within the easement.

On March 14, 2015, Mr. Westerhold stated via email that ATXI's compensation offers were inadequate because they did not include crop damages that considered the nature of their cash rent lease, and that the offer failed to consider the negative impact of the transmission line on the overall value of the impacted parcels. Mr. Westerhold requested that ATXI adjust its offers to consider these factors in advance of a scheduled in-person meeting in April. On March 20, 2015, the land agent responded that since the Westerhold Group could not provide bin receipts or crop insurance to substantiate the requested yields, ATXI would accept affidavits signed by all the partners stating that the parcels are all corn crops. The agent also explained that ATXI needs documentation supportive of their claim for damage to the remainder. On March 31st, Mr. Westerhold stated that the parties "were not even close" because ATXI's offer does not "show continuous corn", "no value for the remainder" and "there are several more issues; this is not an exclusive list". Mr. Westerhold did not explain the substance of those additional issues or provide the previously requested affidavits.

On April 21, 2015, during the in-person meeting, attended by Mr. Westerhold, Mr. Ulrich and Mr. Schwartz, the Group provided comparable sales information they believed supported damage to the remainder, crop damage information and suggested language edits to the easement. On May 27, 2015, the Group provided counteroffers for each of the parcels. After reviewing the information provided, ATXI responded that in the opinion of ATXI's appraiser damage to the remainder was not warranted, however, in the interest of settlement ATXI agreed to increase the damages calculation somewhat. In response, Mr. Westerhold stated that because

of ATXI's failure to pay for damage to the remainder, he viewed ATXI's increased offer as a non-response.

On August 17, 2015, Mr. Westerhold requested that land agents not contact him further until ATXI was willing to pay damage to the remainder. ATXI informed Mr. Westerhold that it would honor this request. In September of 2015, ATXI obtained updated appraisals for each of the group members, copies of these appraisals were sent to the Group. None of the updated appraisals found that damage to the remainder was warranted.

The Westerhold Group and ATXI have a fundamental disagreement on the appropriate level of compensation for the easements. Negotiations are at a standstill because the Group does not wish to continue negotiating unless ATXI agrees to pay for damage to the remainder. Therefore, a voluntary agreement in a time frame supportive of this line segment's in-service date is unlikely, and ATXI requests eminent domain authority over these parcels.

Agent Checklist with Landowner

1. Landowner contacted to set up initial appointment no sooner than 14 days after the 14 day letter was sent ☒ TH
2. Initial appointment set for 4-25-14 ☒ TH
3. Activity Note entered regarding Initial Meeting, including specifics regarding landowner concerns, if any, and details of meeting ☒ TH
4. Prepare and review Acquisition documents and maps ☒ TH
5. Provide landowner with business card and show Ameren ID badge ☒ TH
6. Ask the landowner they received the 14 day letter: ☒ TH
 - a. Ask if the landowner read 14 days letter
 - b. Does landowner have any questions regarding letter:
Yes, NO
7. Provide/explain the purpose of the project ☒ TH
8. Discuss routing and how it affects landowner: ☒ TH
 - a. Provide Fact Sheet about the project
 - b. Provide landowner copies of:
 - i. Small scale map of the project
 - ii. Sketch and description of type of facilities/structures
 - iii. Approximate location of facilities
 - iv. Option for Easement including exhibit showing length and width of the easement area
 - v. Memorandum of Option Exhibit B
9. Make compensation offer, provide calculation sheet and explain basis of offer ☒ TH
10. Discuss subordination of mortgage, if applicable ☒ TH
11. Complete Construction Questionnaire, including name of tenant, if applicable ☒ TH
12. Provide EMF brochure, if requested ☒ TH
13. Enter initial offers and counter-offers if any, into CLS Viewer. Contact tenant, as appropriate; complete tenant consent form if applicable ☒ TH
14. Agent Name (Print and Sign) Tommy Kokko Tommy ☒ TH

Buyer's kit Checklist

- ✓ ICC requirements per Part 300
- ✓ AIMA
- ✓ Project summary sheet (handout at open houses)
- ✓ Copy of 14 day form letter and map
- ✓ Tenant Consent
- ✓ Pre-Construction Damage Release
- ✓ Construction Questionnaire
- ✓ Survey Consent Form
- ✓ W-9 for IRS 1099 reporting
- ✓ Illinois PTAX form for Sangamon County only (recording requirement)
- ✓ Option with legal / survey / and easement as exhibits
- ✓ Memorandum of option
- ✓ Calculation Sheet
- ✓ Appraisal letter / report
- ✓ Title commitment report (LTC/COT, copy of vesting deed, mortgage, if applicable)

- ☐ Do they have a mortgage/lien? Check the title in the viewer, under "Documents" and ask in person *NO*

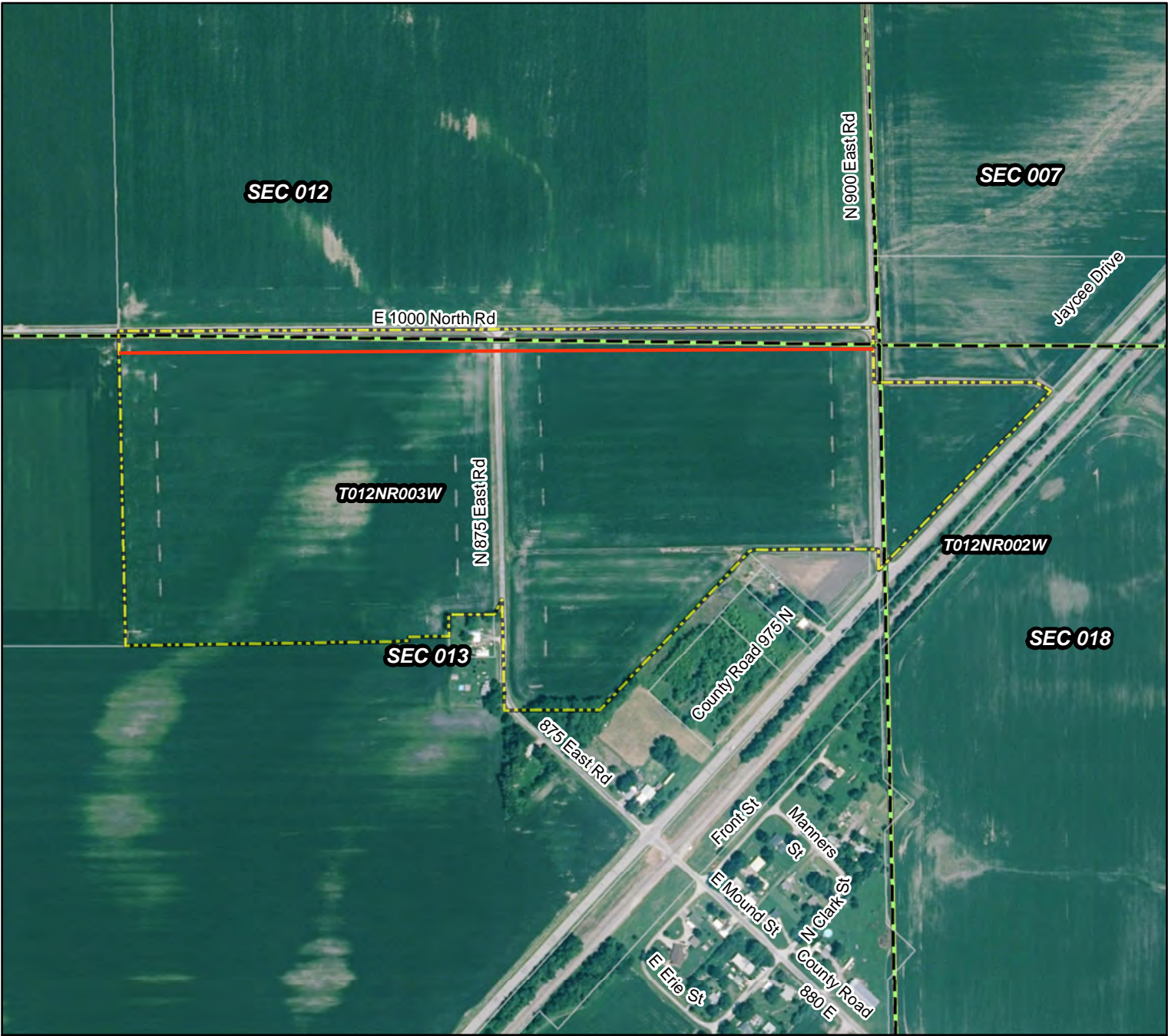
Current Holder	
Current Phone	
Mailing Address	
Account No.	
Comments	

- ☐ Do they have a tile system? If so, can we copy their map?

Yes, Still waiting on Answer

Christian County, IL

Tax Id: 02-17-13-200-001-00, 02-17-13-200-002-01, 05-18-18-100-001-01

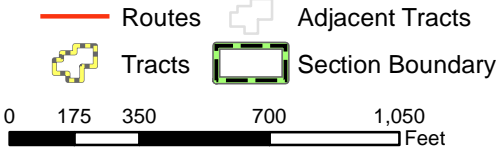


Ameren - Illinois Rivers



Contract Land Staff, LLC
2245 Texas Drive, Suite 200
Sugar Land, TX 77479

For discussion purposes only. All measurements and distances are approximations and pend final survey and engineering.



BASS Ventures LLC

Tract No.:A_ILRP_PP_CH_003

Date: 9/24/2015

EXHIBIT "A"

A 9.100 ACRE TRACT OF LAND SITUATED IN THE NORTH 1/2 OF THE NORTHEAST 1/4 OF SECTION 13, TOWNSHIP 12 NORTH, RANGE 3 WEST OF THE 3RD PRINCIPAL MERIDIAN, CHRISTIAN COUNTY, ILLINOIS AND BEING PART OF THOSE TRACTS OF LAND DESCRIBED AS PARCELS 1 AND 3 IN DEED TO BASS VENTURES, LLC, RECORDED IN DOCUMENT NO. 2009R07018 OF THE DEED RECORDS OF CHRISTIAN COUNTY, ILLINOIS AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A RAILROAD SPIKE FOUND AT THE NORTHEAST CORNER OF SAID NORTH 1/2, SAID POINT OF BEGINNING HAVING GRID COORDINATES OF N:1030982.51, E:2522550.84;

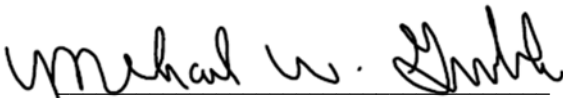
THENCE SOUTH 01 DEGREES 18 MINUTES 53 SECONDS EAST, ALONG THE EAST LINE OF SAID NORTH 1/2, PASSING A RAILROAD SPIKE FOUND AT THE WEST COMMON CORNER OF SECTIONS 7 AND 18, TOWNSHIP 12 NORTH, RANGE 2 WEST OF THE 3RD PRINCIPAL MERIDIAN AT A DISTANCE OF 96.44 FEET AND CONTINUING, A TOTAL DISTANCE OF 150.02 FEET TO A POINT FOR CORNER;

THENCE SOUTH 89 DEGREES 41 MINUTES 54 SECONDS WEST, LEAVING SAID EAST LINE, A DISTANCE OF 2,642.63 FEET TO A POINT FOR CORNER IN THE WEST LINE OF SAID NORTH 1/2;

THENCE NORTH 01 DEGREES 17 MINUTES 48 SECONDS WEST, ALONG SAID WEST LINE, A DISTANCE OF 150.02 FEET TO A 3/8-INCH IRON ROD FOUND AT THE NORTHWEST CORNER OF SAID NORTH 1/2;

THENCE NORTH 89 DEGREES 41 MINUTES 54 SECONDS EAST, ALONG THE NORTH LINE OF SAID NORTH 1/2, A DISTANCE OF 2,642.58 FEET TO THE **POINT OF BEGINNING** AND CONTAINING 396,391 SQUARE FEET OR 9.100 ACRES OF LAND, MORE OR LESS.

BEARING BASIS: ALL BEARINGS AND COORDINATES SHOWN HEREON ARE BASED ON THE ILLINOIS STATE PLANE COORDINATE SYSTEM, NAD 83(2011), WEST ZONE. ALL DISTANCES SHOWN HEREON ARE SURFACE DISTANCES.



MICHAEL W. GERBERICK
PROFESSIONAL LAND SURVEYOR
REGISTRATION NO. 035-002683
STATE OF ILLINOIS PROFESSIONAL
DESIGN FIRM LICENSE NO. 184.006475

DATE: 03/12/2015



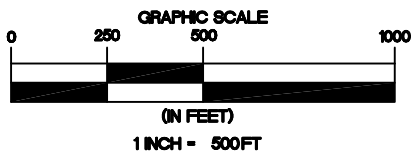
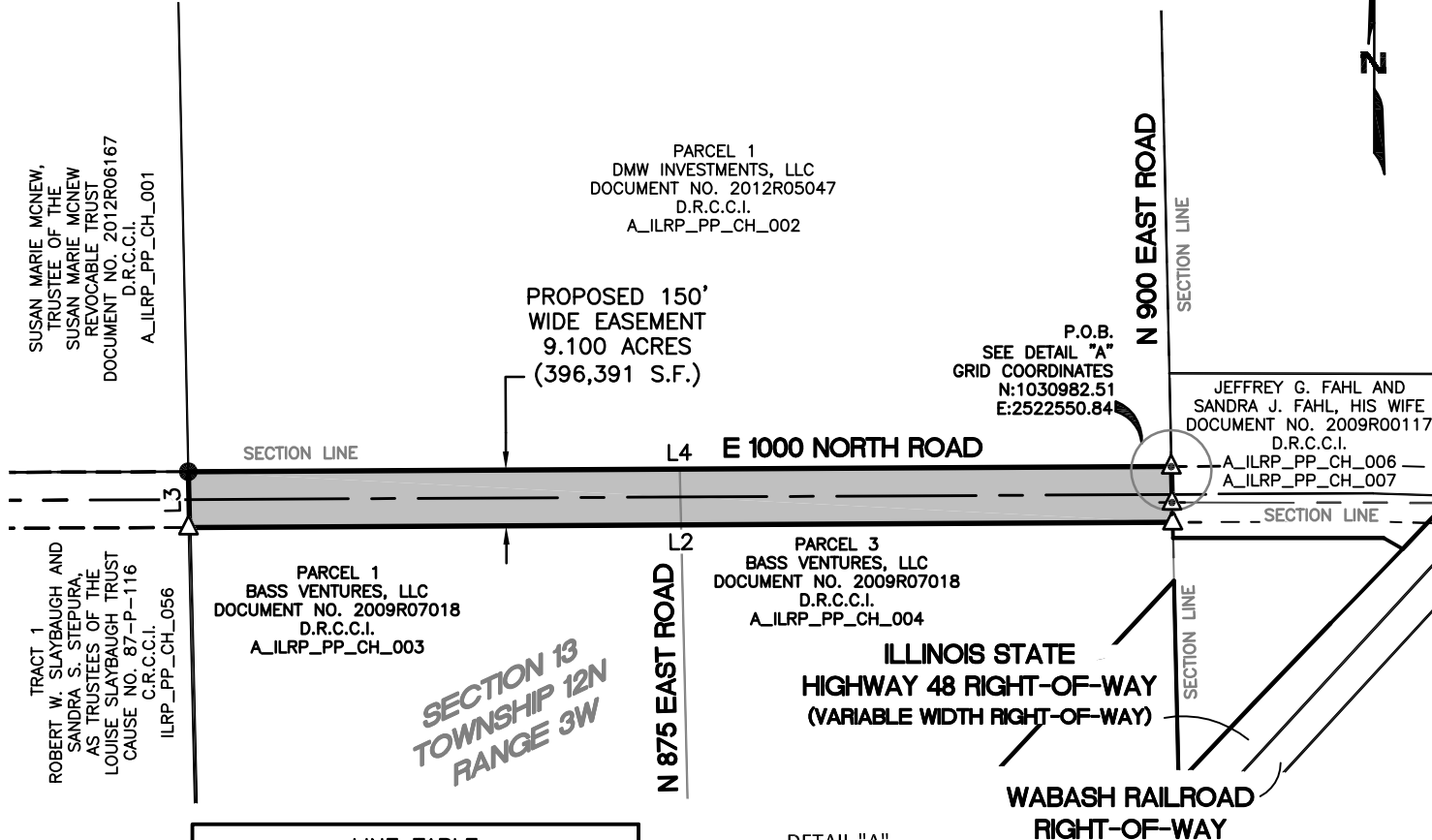
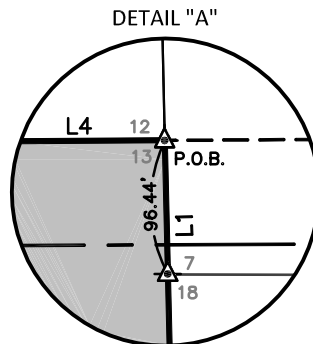


EXHIBIT "A"

ATXI Exhibit 2.3 Part E
Page 8 of 32



LINE TABLE		
NUMBER	BEARING	DISTANCE
L1	S01°18'53"E	150.02'
L2	S89°41'54"W	2642.63'
L3	N01°17'48"W	150.02'
L4	N89°41'54"E	2642.58'



LEGEND

C.R.C.C.I.

COURT RECORDS
CHRISTIAN COUNTY, ILLINOIS
DEED RECORDS
CHRISTIAN COUNTY, ILLINOIS

D.R.C.C.I.

P.O.B.

3/8" IRON ROD FOUND

RAILROAD SPIKE FOUND

CALCULATED POINT

2 | 1

11 | 12

TYPICAL SECTION CORNER

TRACT LINE

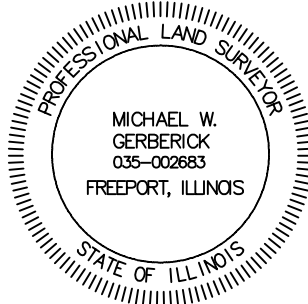
SECTION LINE

SUBJECT PROPERTY LINE

PROPERTY LINE

PROPOSED EASEMENT CENTERLINE

PROPOSED EASEMENT



Michael W. Gerberick

MICHAEL W. GERBERICK
PROFESSIONAL LAND SURVEYOR
NO. 035-002683 - STATE OF ILLINOIS
PROFESSIONAL DESIGN FIRM
LICENSE NO. 184.006475 - STATE OF ILLINOIS

NOTES:

- THIS EXHIBIT DOES NOT REFLECT ANY UNDERGROUND UTILITIES, EASEMENT OF RECORD OR OTHER ENCUMBRANCES THAT MAY AFFECT THE SUBJECT TRACT.
- REFERENCE IS MADE TO THE DESCRIPTION OF EVEN DATE ACCOMPANYING THIS SKETCH.

SHEET 02 OF 02

PROJECT: ILLINOIS RIVERS
JOB NUMBER: 32359
DATE: 03/12/2015
SCALE: 1" = 500'
TRACT ID: A_ILRP_PP_CH_003
DRAWN BY: NAS



150' TRANSMISSION
LINE EASEMENT
PAWNEE TO PANA
SECTION 13, TOWNSHIP 12 NORTH, RANGE 3 WEST
OF THE 3RD PRINCIPAL MERIDIAN
CHRISTIAN COUNTY, ILLINOIS

Agent Checklist with Landowner

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4. Prepare and review Acquisition documents and maps ☒ TH
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6. Ask the landowner they received the 14 day letter: ☒ TH
 - a. Ask if the landowner read 14 days letter
 - b. Does landowner have any questions regarding letter:
Yes, NO
7. Provide/explain the purpose of the project ☒ TH
8. Discuss routing and how it affects landowner: ☒ TH
 - a. Provide Fact Sheet about the project
 - b. Provide landowner copies of:
 - i. Small scale map of the project
 - ii. Sketch and description of type of facilities/structures
 - iii. Approximate location of facilities
 - iv. Option for Easement including exhibit showing length and width of the easement area
 - v. Memorandum of Option Exhibit B
9. Make compensation offer, provide calculation sheet and explain basis of offer ☒ TH
10. Discuss subordination of mortgage, if applicable ☒ TH
11. Complete Construction Questionnaire, including name of tenant, if applicable ☒ TH
12. Provide EMF brochure, if requested ☒ TH
13. Enter initial offers and counter-offers if any, into CLS Viewer. Contact tenant, as appropriate; complete tenant consent form if applicable ☒ TH
14. Agent Name (Print and Sign) Tommy Kokko Tommy ☒ TH

Buyer's kit Checklist

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- ✓ Construction Questionnaire
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- ✓ W-9 for IRS 1099 reporting
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- ✓ Calculation Sheet
- ✓ Appraisal letter / report
- ✓ Title commitment report (LTC/COT, copy of vesting deed, mortgage, if applicable)

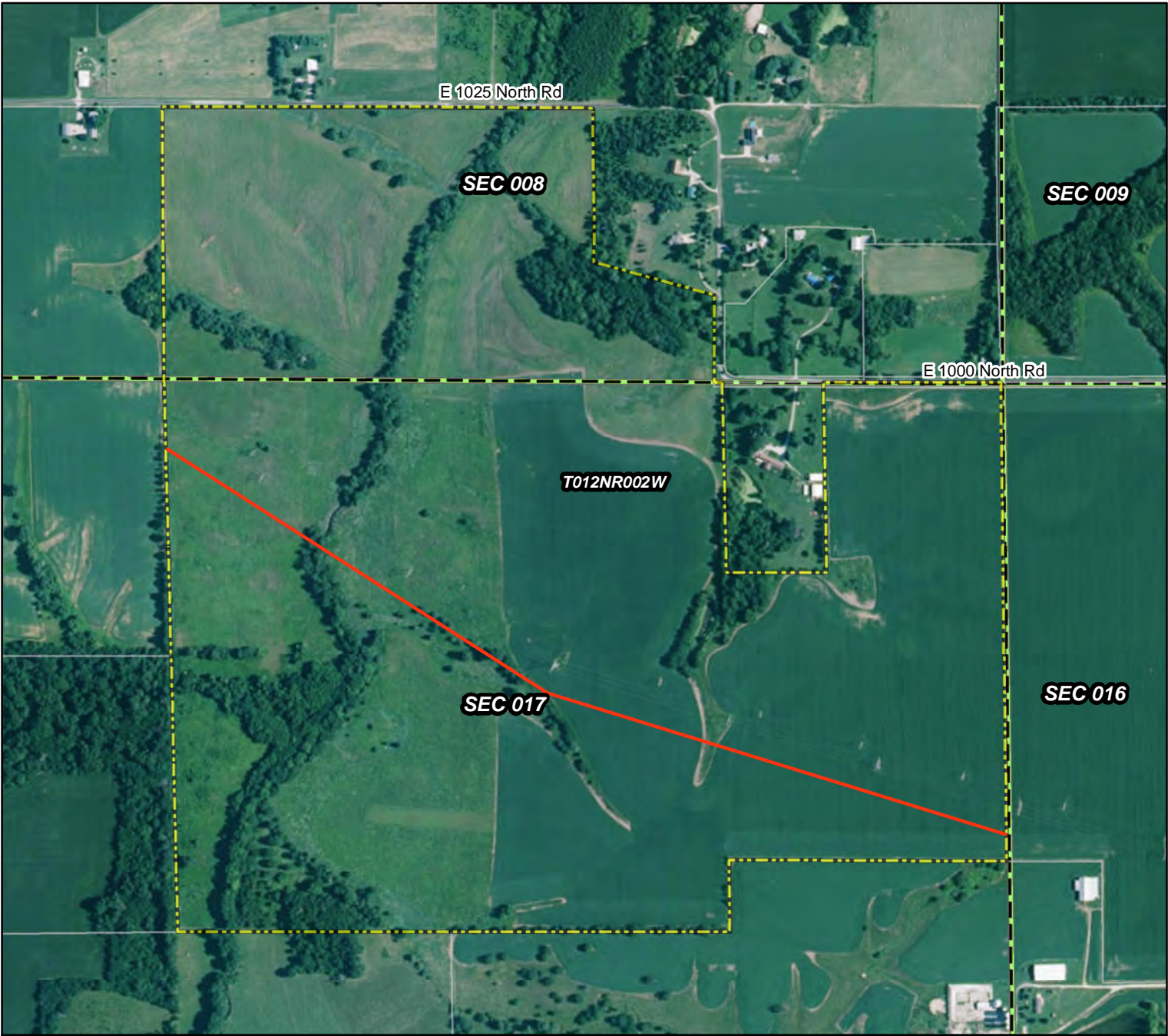
- ☐ Do they have a mortgage/lien? Check the title in the viewer, under "Documents" and ask in person *NO*

Current Holder	
Current Phone	
Mailing Address	
Account No.	
Comments	

- ☐ Do they have a tile system? If so, can we copy their map?

Yes, Still waiting on Answer

Tax Id: 05-18-17-200-002-00, 05-18-08-400-004-00, 05-18-08-300-004-00, 05-18-17-10*

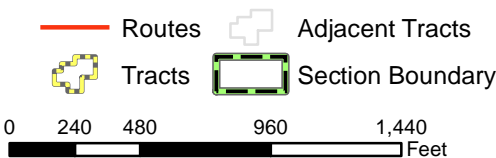


Ameren - Illinois Rivers



Contract Land Staff, LLC
2245 Texas Drive, Suite 200
Sugar Land, TX 77479

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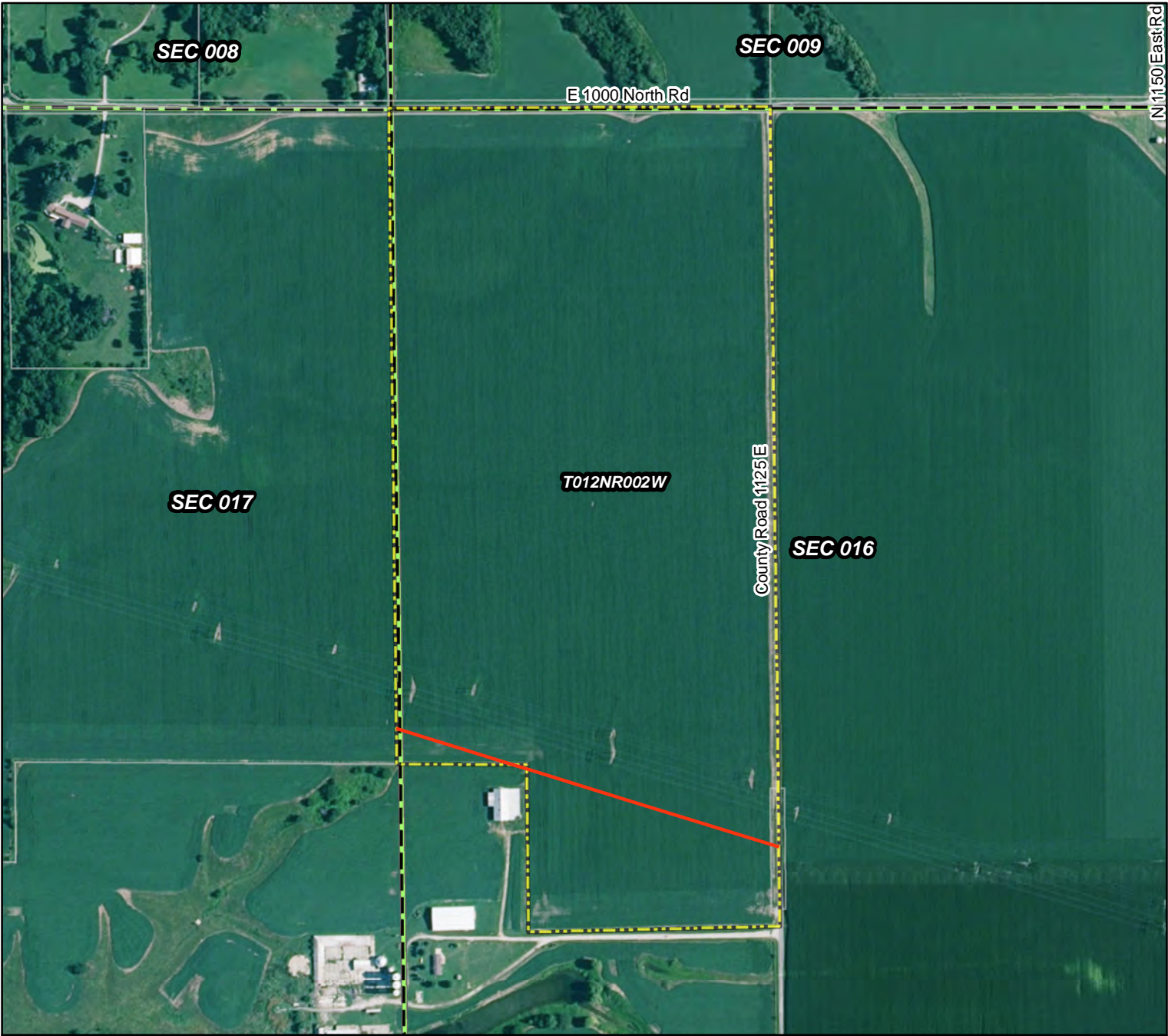


Technology Group, L.L.C.

Tract No.:A_ILRP_PP_CH_020

Date: 9/24/2015

Tax Id: 05-18-16-100-001-00

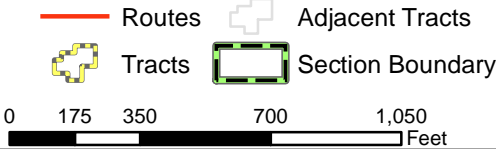


Ameren - Illinois Rivers



Contract Land Staff, LLC
2245 Texas Drive, Suite 200
Sugar Land, TX 77479

For discussion purposes only. All measurements and distances are approximations and pend final survey and engineering.



Technology Group, L.L.C.

Tract No.:A_ILRP_PP_CH_030

Date: 9/24/2015

EXHIBIT "A"

A 19.876 ACRE TRACT OF LAND SITUATED IN THE WEST 1/2 OF THE WEST 1/2 OF SECTION 16, TOWNSHIP 12 NORTH, RANGE 2 WEST AND THE EAST 1/2 OF THE NORTHWEST 1/4 AND THE NORTHEAST 1/4 OF SECTION 17, TOWNSHIP 12 NORTH, RANGE 2 WEST OF THE 3RD PRINCIPAL MERIDIAN, CHRISTIAN COUNTY, ILLINOIS AND BEING PART OF A TRACT OF LAND DESCRIBED IN DEED TO TECHNOLOGY GROUP, LLC, RECORDED IN DOCUMENT NO. 2002R01362, AS CORRECTED BY DOCUMENT NO. 2008R00917 OF THE DEED RECORDS OF CHRISTIAN COUNTY, ILLINOIS (D.R.C.C.I) AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT IN THE EAST LINE OF SAID WEST 1/2 OF THE WEST 1/2, FROM WHICH A 1/2-INCH IRON ROD FOUND AT THE EAST COMMON CORNER OF SAID TECHNOLOGY GROUP, LLC TRACT AND A TRACT OF LAND DESCRIBED IN DEED TO JOSHUA ASSAD, RECORDED IN DOCUMENT NO. 2008R01026, D.R.C.C.I., BEARS SOUTH 00 DEGREES 41 MINUTES 52 SECONDS EAST, A DISTANCE OF 198.38 FEET, SAID POINT OF BEGINNING HAVING GRID COORDINATES OF N:1028210.22, E:2535330.96;

THENCE NORTH 72 DEGREES 48 MINUTES 38 SECONDS WEST, LEAVING SAID EAST LINE, A DISTANCE OF 922.93 FEET TO A POINT FOR CORNER IN A COMMON LINE OF SAID TECHNOLOGY GROUP, LLC TRACT AND SAID ASSAD TRACT;

THENCE NORTH 00 DEGREES 37 MINUTES 03 SECONDS WEST, ALONG SAID COMMON LINE, A DISTANCE OF 92.96 FEET TO A COMMON CORNER OF SAID TECHNOLOGY GROUP, LLC TRACT AND SAID ASSAD TRACT;

THENCE NORTH 89 DEGREES 39 MINUTES 57 SECONDS WEST, ALONG A COMMON LINE OF SAID TECHNOLOGY GROUP, LLC TRACT AND SAID ASSAD TRACT, A DISTANCE OF 305.26 FEET TO A POINT FOR CORNER;

THENCE NORTH 72 DEGREES 48 MINUTES 38 SECONDS WEST, LEAVING A COMMON LINE OF SAID TECHNOLOGY GROUP, LLC TRACT AND SAID ASSAD TRACT, A DISTANCE OF 2,488.08 FEET TO A POINT FOR CORNER;

THENCE NORTH 57 DEGREES 21 MINUTES 16 SECONDS WEST, A DISTANCE OF 2,128.98 FEET TO A POINT FOR CORNER IN THE WEST LINE OF SAID EAST 1/2, FROM WHICH A 1-INCH ALUMINUM CAP FOUND AT THE WEST 1/4 CORNER OF SAID SECTION 17 BEARS SOUTH 29 DEGREES 24 MINUTES 18 SECONDS WEST, A DISTANCE OF 2,554.06 FEET;

THENCE NORTH 01 DEGREES 23 MINUTES 26 SECONDS WEST, ALONG SAID WEST LINE, A DISTANCE OF 181.01 FEET TO A POINT FOR CORNER;

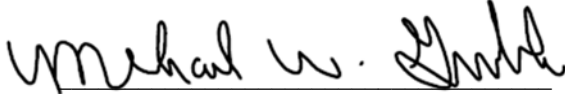
THENCE SOUTH 57 DEGREES 21 MINUTES 16 SECONDS EAST, LEAVING SAID WEST LINE, A DISTANCE OF 2,209.94 FEET TO A POINT FOR CORNER;

THENCE SOUTH 72 DEGREES 48 MINUTES 38 SECONDS EAST, A DISTANCE OF 3,662.81 FEET TO A POINT FOR CORNER IN SAID EAST LINE;

EXHIBIT "A"

THENCE SOUTH 00 DEGREES 41 MINUTES 52 SECONDS EAST, ALONG SAID EAST LINE, A DISTANCE OF 157.62 FEET TO THE **POINT OF BEGINNING** AND CONTAINING 865,812 SQUARE FEET OR 19.876 ACRES OF LAND, MORE OR LESS.

BEARING BASIS: ALL BEARINGS AND COORDINATES SHOWN HEREON ARE BASED ON THE ILLINOIS STATE PLANE COORDINATE SYSTEM, NAD 83(2011), WEST ZONE. ALL DISTANCES SHOWN HEREON ARE SURFACE DISTANCES.



MICHAEL W. GERBERICK
PROFESSIONAL LAND SURVEYOR
REGISTRATION NO. 035-002683
STATE OF ILLINOIS PROFESSIONAL
DESIGN FIRM LICENSE NO. 184.006475

DATE: 02/09/2015



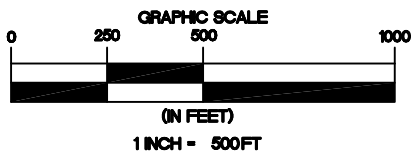
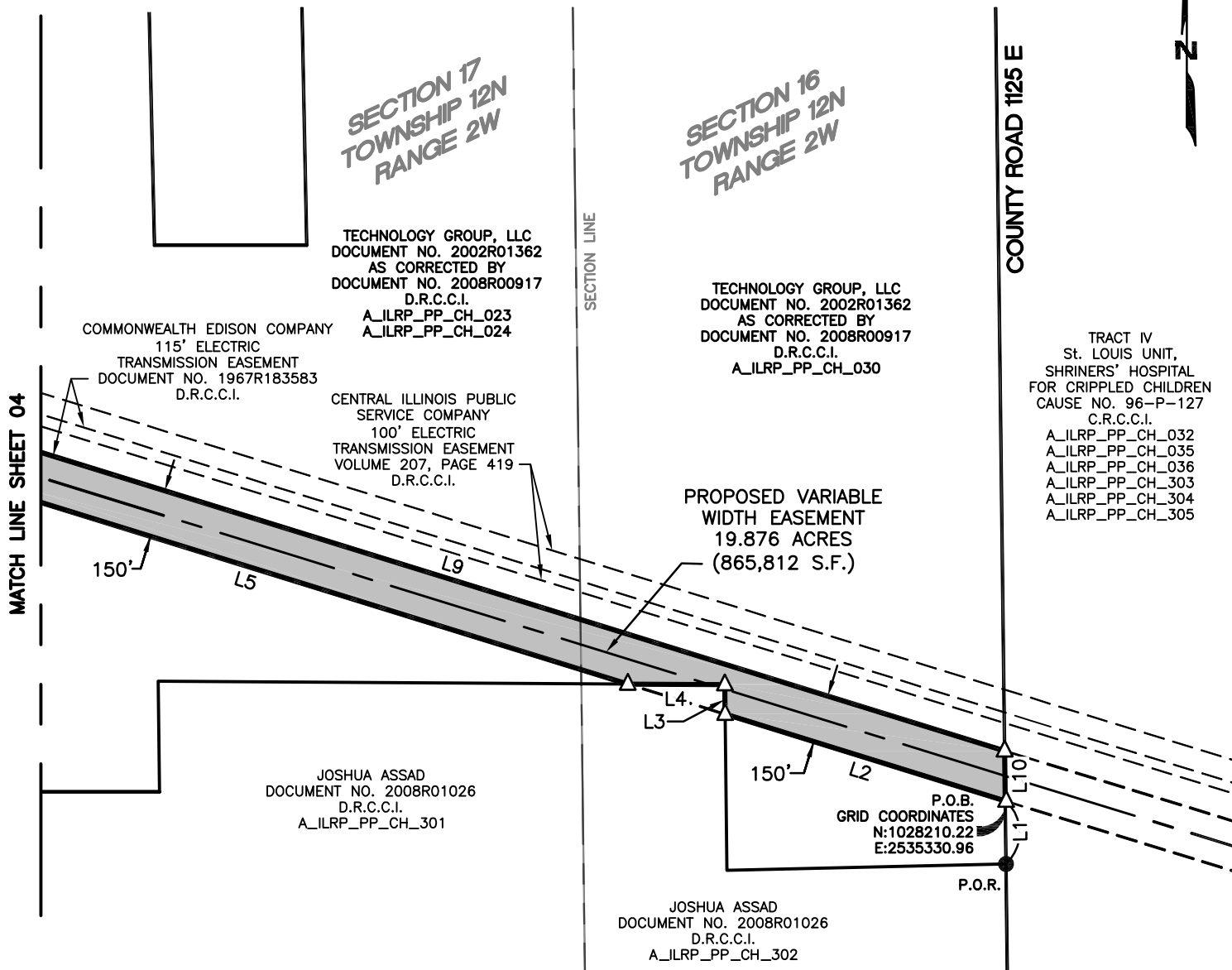


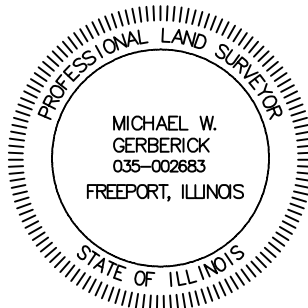
EXHIBIT "A"

ATXI Exhibit 2.3 Part E
Page 15 of 32



LEGEND

C.R.C.C.I.	COURT RECORDS
D.R.C.C.I.	CHRISTIAN COUNTY, ILLINOIS
P.O.B.	DEED RECORDS
P.O.R.	CHRISTIAN COUNTY, ILLINOIS
●	POINT OF BEGINNING
△	POINT OF REFERENCE
—	1/2" IRON ROD FOUND
---	CALCULATED POINT
---	TRACT LINE
---	SECTION LINE
---	SUBJECT PROPERTY LINE
---	PROPERTY LINE
---	PROPOSED EASEMENT CENTERLINE
---	PROPOSED EASEMENT
---	EXISTING EASEMENT



Michael W. Gerberick

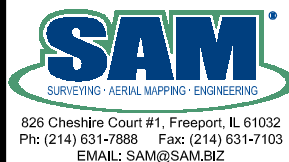
MICHAEL W. GERBERICK
PROFESSIONAL LAND SURVEYOR
NO. 035-002683 - STATE OF ILLINOIS
PROFESSIONAL DESIGN FIRM
LICENSE NO. 184.006475 - STATE OF ILLINOIS

NOTES:

1. THIS EXHIBIT DOES NOT REFLECT ANY UNDERGROUND UTILITIES, EASEMENT OF RECORD OR OTHER ENCUMBRANCES THAT MAY AFFECT THE SUBJECT TRACT.
2. REFERENCE IS MADE TO THE DESCRIPTION OF EVEN DATE ACCOMPANYING THIS SKETCH.

SHEET 03 OF 05

PROJECT: ILLINOIS RIVERS
JOB NUMBER: 32359
DATE: 02/09/2015
SCALE: 1" = 500'
TRACT ID: A_ILRP_PP_CH_020
DRAWN BY: JC



150' TRANSMISSION
LINE EASEMENT
PAWNEE TO PANA
SECTIONS 16 AND 17, TOWNSHIP 12 NORTH,
RANGE 2 WEST OF THE 3RD PRINCIPAL MERIDIAN
CHRISTIAN COUNTY, ILLINOIS

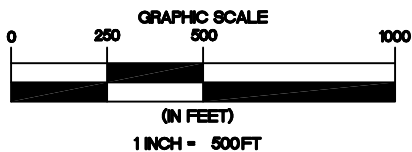
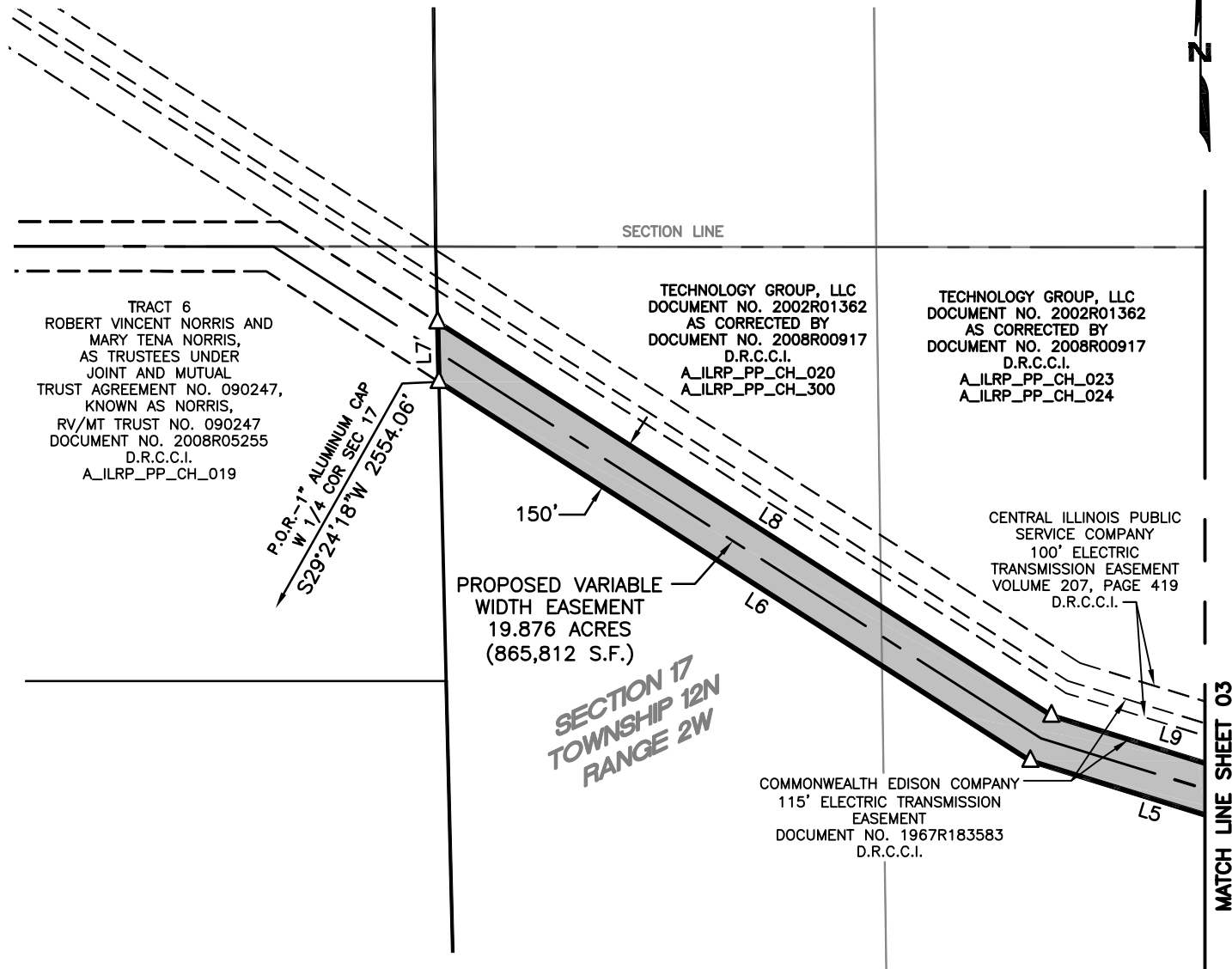


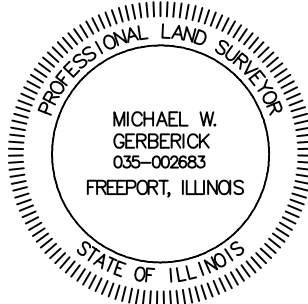
EXHIBIT "A"

ATXI Exhibit 2.3 Part E
Page 16 of 32



LEGEND

C.R.C.C.I.	COURT RECORDS
D.R.C.C.I.	CHRISTIAN COUNTY, ILLINOIS
P.O.B.	DEED RECORDS
P.O.R.	CHRISTIAN COUNTY, ILLINOIS
●	POINT OF BEGINNING
△	POINT OF REFERENCE
—	1/2" IRON ROD FOUND
—	CALCULATED POINT
—	TRACT LINE
---	SECTION LINE
---	SUBJECT PROPERTY LINE
---	PROPERTY LINE
---	PROPOSED EASEMENT CENTERLINE
---	PROPOSED EASEMENT
---	EXISTING EASEMENT



Michael W. Gerberick

MICHAEL W. GERBERICK
PROFESSIONAL LAND SURVEYOR
NO. 035-002683 - STATE OF ILLINOIS
PROFESSIONAL DESIGN FIRM
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SHEET 04 OF 05

PROJECT: ILLINOIS RIVERS
JOB NUMBER: 32359
DATE: 02/09/2015
SCALE: 1" = 500'
TRACT ID: A_ILRP_PP_CH_020
DRAWN BY: JC



150' TRANSMISSION
LINE EASEMENT
PAWNEE TO PANA
SECTIONS 16 AND 17, TOWNSHIP 12 NORTH,
RANGE 2 WEST OF THE 3RD PRINCIPAL MERIDIAN
CHRISTIAN COUNTY, ILLINOIS